#### FORM D

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

# FORM D



# NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6) AND/OR JNIFORM LIMITED OFFERING EXEMPTION

OMB APP	ROVAL
OMB NUMBER: Expires:	3235-0076 May 31, 2005
Estimated average hours per response	

	SEC USE	ONLY	
Prefix			Serial
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	Date Rece	eived	
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	is an amendment and name has changed, and indicate change.) mited Liability Company
Filing Under (Check box(es) that app Type of Filing:   New Filing	y): ☐ Rule 504 ☐ Rule 505 ☒ Rule 506 ☐ Section 4(6) ☐ ULOE ☐ Amendment
	A. BASIC IDENTIFICATION DATA
1. Enter the information requested ab	out the issuer
Name of Issuer ( Check if this is Belshire Capital Fund LLC	an amendment and name has changed, and indicate change.)
Address of Executive Offices c/o Eaton Vance Management, 255 S	(Number and Street, City, State, Zip Code)  ate Street, Boston, MA 02109  Telephone Number (Including Area Code)  (617) 482-8260
Address of Principal Business Operat (if different from Executive Offices)	
Brief Description of Business  To offer diversification and tax-sensit	ive investment management to persons holding large and concentrated positions in equity securities of
selected publicly-traded companies.	MAR U 6 2003
Type of Business Organization	THOMSON
<ul><li>□ corporation</li><li>□ business trust</li></ul>	☐ limited partnership, already formed ☐ limited partnership, to be formed ☐ Limited Liability Company ☐ Limited Liability Company
Actual or Estimated Date of Incorpora Jurisdiction of Incorporation or Organ	tion or Organization:    Vear

#### GENERAL INSTRUCTIONS

#### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seg. or 15 U.S.C. 77d(6)

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

#### State

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those state that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

#### ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.



## A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
  Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and

Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	
Check Box(es) that rippily.	_ I Tomote	Denominal Owner	□ Executive Officer	_ Birector	M Manager
Full Name (Last name first, if ind	ividual)				
Eaton Vance Management					
Business or Residence Address	(Numb	er and Street, City, State, Z	Zip Code)		
2550	`	•			
255 State Street, Boston, MA 021					
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner			☐ General and/or the Managing Partner
Full Name (Last name first, if ind	ividual)			le trustee of the	
Steul, William M.					
Business or Residence Address	(Numb	er and Street, City, State, Z	Zip Code)		
	•	•	r		
c/o Eaton Vance Management, 25			<del> </del>		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☑ Executive Officer of the Manager	_	☐ General and/or Inc Managing Partner
Full Name (Last name first, if ind	ividual)		<u> </u>	the sole truste	e of the Manager
Hawkes, James B.					
Business or Residence Address	Numbe	er and Street, City, State, Z	in Code)		
Business of Residence Address	(Marrior	or and Street, City, State, 2	ip code)		
c/o Eaton Vance Management, 25	55 State Street, Bos	ton, MA 02109			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner		☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if ind	ividual)				
Fount In Thomas E					
Faust, Jr., Thomas E.  Business or Residence Address	Numbe	er and Street, City, State, Z	(in Code)		
Business of Residence Address	(Manio	or and street, city, state, 2	inp code)		
c/o Eaton Vance Management, 25					
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner		☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if indi	ividual)				
Dynner, Alan R.					
Business or Residence Address	(Numbe	er and Street, City, State, Z	(in Code)		
c/o Eaton Vance Management, 25			· F/		

				B. INF	ORMATIC	ON ABOU	C OFFERI	NG				
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1. Has the iss	suer sold, o	r does the is	ssuer intend	to sell, to	non accredi	ted investo	rs in this of	fering?				Ø
			Ans	wer also in	Appendix,	Column 2,	if filing un	der ULOE.				
2. What is th	e minimun	n investmen	t that will b	e accepted	from any ir	ndividual?	***********		••••		\$1,000,0	)00 <u>*</u>
		t the discre									Yes	No
3. Does the o	offering per	mit joint ov	vnership of	a single un	it?			•••••			⊠	
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Full Name (L	ast name fi	rst, if indiv	idual)									-
Morgan Stanl	lev & Co., l	ncorporated	đ									
Business or R				treet, City,	State, Zip (	Code)						
1601 Broadw	av. 11 <sup>th</sup> Flo	or, c/o Nati	ional Regis	tration. Nev	v York, NY	10019						
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Answer also in Appendix, Column 2, if filing under ULOE.  2. What is the minimum investment that will be accepted from any individual?  * Subject to change at the discretion of the Manager of the Issuer  3. Does the offering permit joint ownership of a single unit?  4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or depersons to be listed are associated persons of such a broker or dealer, you may set forth the information for that Full Name (Last name first, if individual)  Prudential Securities Incorporated  Business or Residence Address (Number and Street, City, State, Zip Code)	any commis pe listed is an	\$1,000,0 Yes Sion or sin	No
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* Subject to change at the discretion of the Manager of the Issuer  3. Does the offering permit joint ownership of a single unit?  4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or depersons to be listed are associated persons of such a broker or dealer, you may set forth the information for that Full Name (Last name first, if individual)  Prudential Securities Incorporated  Business or Residence Address (Number and Street, City, State, Zip Code)	any commis oe listed is an ealer. If more	Yes  sion or single associate	No
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Business or Residence Address (Number and Street, City, State, Zip Code)			d person o
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One New York Plaza, 16 <sup>th</sup> Floor, New York, NY 10292			
Name of Associated Broker or Dealer			
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Full Name (Last name first, if individual)	,		
Merrill Lynch, Pierce, Fenner & Smith Incorporated			
Business or Residence Address (Number and Street, City, State, Zip Code)			
800 Scudders Mill Road, Section 2G, Plainsboro, NJ 08536  Name of Associated Broker or Dealer			
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Full Name (Last name first, if individual)			
Banc of America Securities LLC			
Business or Residence Address (Number and Street, City, State, Zip Code)			
600 Montgomery Street, San Francisco, CA 94111			
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The Schwab	Building, 3	45 Californ	ia Street #6	10, San Fra	ancisco, CA	94104						
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Credit Suisse Business or R  1 Madison A Name of Asso  States in Whi (Check " [AL] [IL] [MT] [RI] Full Name (L RBC Dain Ra Business or R  60 South 6th S Name of Asso  States in Whi (Check " [AL]	First Bosto Residence A venue, 7th F ociated Bro  ch Person I All State" c [AK] [IN] [NE] [SC] ast name fir auscher, Inc desidence A St., Mail Co ociated Bro  ch Person I All State" c [AK]	con LLC ddress (Num Floor, New Yoker or Deale Listed Has S or check ind [AZ] [IA] [NV] [SD] rst, if indivition c. ddress (Num ode P21, Mi ker or Deale Listed Has S or check ind [AZ]	mber and S York, NY er  Solicited or ividual State [AR] [KS] [NH] [TN] dual)  mber and S inneapolis, ier  Solicited or ividual State [AR]	Intends to stes)	[CO]  [LA]  [NM]  [UT]  State, Zip C	hasers  [CT] [ME] [NY] [VT]  Code)	[DE] [MD] [NC] [VA]	[MA] [ND] [WA]	[MI] [OH] [WV]	[MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]

1. Has the issuer sold, or does the issuer intend to self, to non accordited investors in this offering?				<del></del> _	R. INF	ORMATIC	N AROU	COEEEBI	NG				
Answer also in Appendix, Column 2, if filing under UIOE.  2. What is the minimum investment that will be accepted from any individual? Yes No 3. Does the offering permit joint ownership of a single unit? Yes No 3. Does the offering permit joint ownership of a single unit? Yes No 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer. Finding (1) persons to be listed as associated persons of such a broker or dealer, you may set forth the information for that broker or dealer. Finding (1) persons to be listed as a sociated persons of such a broker or dealer, you may set forth the information for that broker or dealer. Finding (1) persons to be listed for an application of the such as a person to agent of a broker or dealer.  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Cheek "All State" or check individual States)												Yes	No
**Subject to change at the discretion of the Manager of the Issuer Yes No  **Subject to change at the discretion of the Manager of the Issuer Yes No  **Subject to change at the discretion of the Manager of the Issuer Yes No  **3. Does the offering permit joint ownership of a single unit?	1. Has the iss	uer sold, o	r does the is	ssuer intend	i to sell, to	non accredi	ted investo	rs in this of	fering?				Ø
* Subject to change at the discretion of the Manager of the Issuer				Ans	wer also in	Appendix,	Column 2,	if filing un	der ULOE.				
3. Does the offering permit joint ownership of a single unit?	2. What is the	e minimum	investmen	t that will b	e accepted	from any in	idividual?					\$ <u>1,000,</u>	000*
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.  Full Name (Last name first, if individual)  Morgan Stanley DW, Inc.  Business or Residence Address (Number and Street, City, State, Zip Code)  1601 Broadway, 11° Floor, c/o National Registration, New York, NY 10019  Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All State" or check individual States)	-	•			•							Yes	No
remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer rigistered with the SEC and/or with a state or states, list the name of the broker or offer broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.  Full Name (Last name first, if individual)  Morgan Stanley DW, Inc.  Business or Residence Address (Number and Street, City, State, Zip Code)  1601 Broadway, 11th Dispor, c/o National Registration, New York, NY 10019  Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All State" or check individual States)	3. Does the o	ffering peri	mit joint ow	vnership of	a single un	it?	••••••	*************	•••••••••	• • • • • • • • • • • • • • • • • • • •	•••••	☒	
Business or Residence Address (Number and Street, City, State, Zip Code)  1601 Broadway, 11th Floor, c/o National Registration, New York, NY 10019  Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All State" or check individual States)	remuneration agent of a bro persons to be	for solicita ker or deal listed are a	tion of pure er registered ssociated p	chasers in c d with the S ersons of su	onnection v SEC and/or	with sales of with a state	f securities or states, l	in the offer	ing. If a pe e of the bro	rson to be l ker or deale	isted is an	associate than five	ed person or
1601 Broadway, 11 <sup>th</sup> Floor, c/o National Registration, New York, NY 10019   Name of Associated Broker or Dealer	Morgan Stanl	ey DW, Inc	<b>)</b> .										_
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All State" or check individual States)	Business or R	esidence A	ddress (Nu	mber and S	treet, City,	State, Zip C	Code)						
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All State" or check individual States)	1601 Broadw	ay, 11 <sup>th</sup> Flo	or, c/o Nati	ional Regist	tration, Nev	w York, NY	10019						
(Check "All State" or check individual States)	Name of Asso	ciated Bro	ker or Deal	er									
(Check "All State" or check individual States)													
[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VT] [VA] [WA] [WV] [WI] [WY] [PR] Full Name (Last name first, if individual)  Deutsche Bank Securities, Inc.  Business or Residence Address (Number and Street, City, State, Zip Code)  1 South Street, Baltimore, MD 21202  Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All State" or check individual States)							hasers					Ø	All States
[MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]   Full Name (Last name first, if individual)  Deutsche Bank Securities, Inc.  Business or Residence Address (Number and Street, City, State, Zip Code)  1 South Street, Baltimore, MD 21202  Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All State" or check individual States)	•				,		[CT]	[DE]	[DC]	[FL]	[GA]		
[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]  Full Name (Last name first, if individual)  Deutsche Bank Securities, Inc.  Business or Residence Address (Number and Street, City, State, Zip Code)  1 South Street, Baltimore, MD 21202  Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All State" or check individual States)	[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
Full Name (Last name first, if individual)  Deutsche Bank Securities, Inc.  Business or Residence Address (Number and Street, City, State, Zip Code)  1 South Street, Baltimore, MD 21202  Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All State" or check individual States)	[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
Deutsche Bank Securities, Inc.  Business or Residence Address (Number and Street, City, State, Zip Code)  1 South Street, Baltimore, MD 21202  Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All State" or check individual States)	[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Business or Residence Address (Number and Street, City, State, Zip Code)  1 South Street, Baltimore, MD 21202  Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All State" or check individual States)	Full Name (La	ast name fi	rst, if indivi	idual)									
Business or Residence Address (Number and Street, City, State, Zip Code)  1 South Street, Baltimore, MD 21202  Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All State" or check individual States)	Deutsche Ban	k Securitie	s. Inc.										
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All State" or check individual States)				mber and S	treet, City,	State, Zip C	Code)						
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All State" or check individual States)	1 South Stree	t. Baltimori	e. MD 212	02									
(Check "All State" or check individual States).					<del></del>								
(Check "All State" or check individual States).													
[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [IL] [IN] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR] Full Name (Last name first, if individual)  Wachovia Securities, Inc.  Business or Residence Address (Number and Street, City, State, Zip Code)  Riverfront Plaza, 901 East Byrd Street, WF2031, Richmond, VA 23219										<del></del>			
[IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR] Full Name (Last name first, if individual)  Wachovia Securities, Inc.  Business or Residence Address (Number and Street, City, State, Zip Code)  Riverfront Plaza, 901 East Byrd Street, WF2031, Richmond, VA 23219									IDCI	rei i		_	
[MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR] Full Name (Last name first, if individual)  Wachovia Securities, Inc.  Business or Residence Address (Number and Street, City, State, Zip Code)  Riverfront Plaza, 901 East Byrd Street, WF2031, Richmond, VA 23219													
[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR] Full Name (Last name first, if individual)  Wachovia Securities, Inc.  Business or Residence Address (Number and Street, City, State, Zip Code)  Riverfront Plaza, 901 East Byrd Street, WF2031, Richmond, VA 23219													
Full Name (Last name first, if individual)  Wachovia Securities, Inc.  Business or Residence Address (Number and Street, City, State, Zip Code)  Riverfront Plaza, 901 East Byrd Street, WF2031, Richmond, VA 23219			. ,				. ,	. ,		. ,	- 1	. ,	. ,
Wachovia Securities, Inc.  Business or Residence Address (Number and Street, City, State, Zip Code)  Riverfront Plaza, 901 East Byrd Street, WF2031, Richmond, VA 23219		<del></del>	_ <del></del>		[]	[0.]	[ ]		[,,,]		<u> </u>	[]	[]
Business or Residence Address (Number and Street, City, State, Zip Code)  Riverfront Plaza, 901 East Byrd Street, WF2031, Richmond, VA 23219													
				mber and S	treet, City,	State, Zip C	Code)						
	Diverfront Pla	22 OO1 Ea	et Bard Str	act WE203	1 Richmor	nd VA 232	10						
Name of Associated Broker or Dealer					1, Kicimoi	iiu, VA 252	.13						
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers							hasers						
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[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]	[KI]	ျခငျ	ارمدا	[114]	[1/]	{UI}	[*1]	[*A]	[WA]	[ ** * ]	[ ** 1]	[** 1]	[11]

				B. INF	ORMATIC	ON ABOU	Γ OFFERI	NG		<del></del>		
1. Has the is	suer sold, o	r does the i	ssuer intend	to sell, to	non accredi	ted investo	rs in this of	fering?			Yes	No ⊠
	, .				Appendix,			Ü				_
2. What is th	e minimun	n investmen			• •		-				\$1,000,	000*
		t the discre			-	ar viduar	***************************************		••••••		Yes	No
3. Does the o	_			_							Ø	
4. Enter the remuneration agent of a bropersons to be Full Name (L	for solicita ker or deal listed are a	tion of pure er registered ssociated p	chasers in c d with the S ersons of si	onnection on SEC and/or	with sales of with a state	f securities or states, l	in the offer ist the nam	ing. If a pe e of the bro	rson to be l ker or deale	listed is an er. If more	associate than five	d person of
Legg Mason	Wood Wall	cer, Incorpo	rated									
Business or F	Residence A	ddress (Nu	mber and S	treet, City,	State, Zip C	Code)	<u></u>					
100 Light Str	eet. Baltim	ore, MD 2	1202									
Name of Asso				-						· · · · · ·		
States in Whi						hasers				<del> </del>		
(Check ".	All State" o [AK]	or check ind [AZ]	lividual Sta [AR]	tes) [CA]	[CO]	[CT]	(DE)	[DC]	[FL]	[GA]	 [HI]	All States
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Answer also in Appendix, Column 2, if filing under ULOE.  2. What is the minimum investment that will be accepted from any individual?	1. Has the i	ssuer sold.	or does the i	ssuer inter	d to sell, to	non accre	dited investo	ors in this	offering?				
2. What is the minimum investment that will be accepted from any individual?  * Subject to change at the discretion of the Manager of the Issuer  * Subject to change at the discretion of the Manager of the Issuer  * Subject to change at the discretion of the Manager of the Issuer  * Subject to change at the discretion of the Manager of the Issuer  * Yes No  3. Does the offering permit joint ownership of a single unit?  * Company of the Manager of the Issuer  * Subject to change at the discretion of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person agent of a horse or dealer registered with the SEG and/or with a sale or states, list the name of the broker or dealer more of subjects on the listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.  Full Name (Last name first, if individual)  Name of Associated Broker or Dealer  **States in Which Person Listed Has Solicited or intends to Solicit Purchasers  (Check "All State" or check individual States).  **Gall States**  (Check "All State" or check individual)  **Individual**  **Individual**  **North Prot. Street, 1, 19 Sol.		,			•				ŭ			_	_
* Subject to change at the discretion of the Manager of the Issuer	2 What is t	·hii	instanton					_				£1 000 /	000*
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in commection with sales of securities in the offering. If a person to be listed is an associated personagent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.  Full Name (Last name first, if individual)  Morgan Keegan. & Company, Inc.  Business or Residence Address (Number and Street, City, State, Zip Code)  50 North Front Street, 17th Floor, Memphis, TN 38103  Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or intends to Solicit Purchasers  (Check: "All State" or check individual States).  [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [II] [II] [II] [II] [II] [II] [II					•	•							
4. Enter the information requested for each person who has been or will be paid or given, directly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person agent of a broker or dealer rigitated with the SEC and/or with a state or states, list the name of the broker or dealer. If we can dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer crist chain (Fig. 1). The state of the state		-			_								
personation for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person agent of a broker or dealer rightered with the SEC and/or with a state or states, list the name of the broker or dealer. If we have or dealer species with the SEC and/or with a state or states, list the name of the broker or dealer only.  Full Name (Last name first, if individual)  Morgan Keegan: & Company, inc.  Business or Residence Address (Number and Street, City, State, Zip Code)  50 North Front Street, 17th Floor, Memphis, TN 38103  Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or finends to Solicit Purchasers (Check "All State" or check individual States).  [AL] [AK] [AK] [AK] [AK] [AK] [AK] [AK] [AK				-	-								
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Full Name (Last name first, if individual)  Northern Trust Securities, Inc.  Business or Residence Address (Number and Street, City, State, Zip Code)  50 S. LaSalle St., Chicago, IL 60675  Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All State" or check individual States)	. ,	• 1			. ,	. ,				. ,			[PA]
Northern Trust Securities, Inc.  Business or Residence Address (Number and Street, City, State, Zip Code)  50 S. LaSalle St., Chicago, IL 60675  Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All State" or check individual States)					[TX]	[01]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
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				B. INF	ORMATIC	N ABOUT	r offeri	NG				
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5. Does the or	nering per	init joint of	mersinp er	a single an	***************************************	•••••		• • • • • • • • • • • • • • • • • • • •				_
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Name of Assoc												
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Full Name (La	st name fi	rst, if indivi	dual)									
Robert W. Bai	rd & Co.,	Incorporate	đ									
Business or Re	esidence A	ddress (Nu	mber and S	treet, City,	State, Zip C	Code)						
777 E. Wiscon	isin Ave	Milwankee	WI 53202									
Name of Asso				<u> </u>		<del></del>						
States in Whic	h Person I	isted Has S	Solicited or	Intends to	Solicit Purc	hasers						
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Salomon Smitl												
Business or Re	esidence A	ddress (Nu	mber and S	treet, City,	State, Zip C	Code)						
1 New York Pl	laza, 16 <sup>th</sup> F	loor, New	York, NY	10292								
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			·	B. INF	ORMATIC	N ABOU	JT OFFER	ING				
1. Has the is	suer sold, o	r does the i	ssuer intend	I to sell, to	non accredi	ted invest	ors in this	offering?				No ⊠
			Ans	wer also in	Appendix,	Column 2	, if filing u	nder ULOE				
2. What is th	e minimum	investmer	nt that will b	e accepted	from any in	ndividual?			•••••		\$ <u>1,000,0</u>	00*
* Subject	to change a	t the discre	tion of the I	Manager of	the Issuer						Yes 1	No
3. Does the o	offering peri	nit joint o	wnership of	a single un	it?	•••••						
4. Enter the iremuneration agent of a bropersons to be Full Name (L	for solicita ker or deale listed are a	tion of pur er registere ssociated p	chasers in c d with the S persons of su	onnection v SEC and/or	vith sales of with a state	f securitie or states,	s in the offe list the nar	ering. If a p	erson to be oker or dea	listed is an ler. If more	associated than five	d person or
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Sun Trust Bar Business or R		Adress (Nu	mber and S	treet City	State Zin C	Code)						
Dusiness of N	esidence A	daless (IV	iniber and s	neer, City,	State, Zip C	Joue)						
Attn: Special				eachtree St	reet, Atlanta	a, GA 30	308					
Name of Asso	ociated Brol	ker or Deal	ler									
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Wells Fargo I	nvestments.	LLC										
Business or R	esidence A	ddress (Nu	ımber and S	treet, City,	State, Zip C	Code)						
420 Montgon	nery Street	5th Floor S	San Francisc	o CA 941	04							
Name of Asso				, CA 741	07				<del></del>			
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[MT]	(NE)	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	(SC)	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	(WA)	[WV]	[WI]	[WY]	[PR]
[KI]	(ac)	اموا	[114]	[1A]	[UI]	[ 4 1 ]	[VA]	[MA]	[ ** * ]	[ ** 1 ]	[ ** 1 ]	[1 17]

				B. INF	ORMATIC	ON ABOU	r offeri	NG				
1. Has the is:	suer sold o	r does the i	scuer intend	l to sell to	non accredi	ted investo	re in this of	faring?			Yes	No ⊠
1. Tras the is.	suci solu, o	does the is			Appendix,			·			ы	Δ.
							•					
What is the minimum investment that will be accepted from any individual?      * Subject to change at the discretion of the Manager of the Issuer								\$ <u>1,000,000*</u> Yes No				
3. Does the c	-			•							y es ⊠	NO
J. Does the C	mering per	iiii joiiii ov	viicisiiip oi	a single un		***************************************						_
4. Enter the irremuneration agent of a bropersons to be Full Name (L	for solicita ker or deal listed are a	ition of pure er registered ssociated p	chasers in c d with the S ersons of su	onnection v SEC and/or	with sales of with a state	f securities or states, l	in the offer ist the nam	ing. If a pe e of the bro	rson to be l ker or deale	isted is an er. If more	associate than five	d person or
SunTrust Sec	urities. Inc.											
Business or R			mber and S	treet, City,	State, Zip C	Code)						
303 Peachtre	- Center As	ze Suite 14	O Atlanta	GA 30303	1							
Name of Asso												
						_						
States in Whi		Listed Has S or check ind				hasers					🛭	All States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]_	[WI]	[WY]	[PR]
Full Name (L	ast name fi	rst, if indiv	idual)									
SunTrust Cap	oital Marke	ts. Inc.										
Business or F			mber and S	treet, City,	State, Zip (	Code)						
3333 Peachtr	ee Road N	F 9th Floor	r Atlanta i	GA 30326								
Name of Asse				011 30320							- "	
States in Whi												
`		or check ind		· ·								All States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD] [NC]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]		[ND]	[OH]	[OK]	[OR]	[PA]
[RI] Full Name (L	[SC] ast name fi	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
,		- ,	,									
Wachovia Se Business or R				tmost City	State 7im (	Toda)						
Business of R	lesidence A	adress (ivu	inder and S	neer, City,	State, Zip C	Loue)						
901 East Byr				23219								
Name of Asso	ociated Bro	ker or Deal	er									
_												
States in Whi		Listed Has S or check ind									127	All States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[M]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
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## C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

	Type of Security	Aggregate A Offering Price	mount Already Sold
	Debt	\$	\$
	Equity		
	□ Common □ Preferred		
	Convertible Securities (including warrants)	\$	\$
	Partnership Interests	\$	\$
	Other (Specify Interests of Limited Liability Company)	\$3,000,000,000	\$0
	Total	\$3,000,000,000	\$_0
	Answer also in Appendix, Column 3, if filing under ULOE.		
t	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	0	\$0
	Non-accredited Investors		\$
	T. 1/6 (5)		•
	Total (for filings under Rule 504 only)		\$
s	Answer also in Appendix, Column 3, if filing under ULOE.  If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.		
	Type of offering	Type of	Dollar Amount
	Rule 505	Security N/A	Sold \$ <u>N/A</u>
	Regulation A	N/A	\$_N/A
	Rule 504	N/A	\$_N/A
	Total	N/A	\$ N/A
4. 4	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		\$
	Printing and Engraving Costs		\$
	Legal Fees		\$
	Accounting Fees		\$
	Engineering Fees		\$
	Sales Commissions (specify finders' fees separately)		\$12,000,000
	Other Expenses (identify) Blue sky filing fees, miscellaneous		\$ 16,000
	Total		\$ 12.016.000

<ul> <li>b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."</li> <li>5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.</li> </ul>		s <u>2</u>	,987,9	9 <u>84</u> ,000
used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal				
	Payments Officers Director Affiliate	s, s, &	Payments Others	
Salaries and fees	\$		\$	
Purchase of real estate	\$	_ □	\$	
Purchase, rental or leasing and installation of machinery and equipment	\$		\$	
Construction or leasing of plant buildings and facilities	\$		\$	
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	\$		<b>\$</b>	
,	\$			
	\$			
				 37 <b>,</b> 984,00
	¢.	_		
Column Totals	<b>5</b>	VAI	3 Z, 98	37,984,00
Total Payments Listed (Column totals added)	Х	\$ <u>2</u> ,	 987 <b>,</b> 98	34 <b>,</b> 000
D. FEDERAL SIGNATURE				
The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(	Commission	n, upon		quest
(ssuer (Print or Type) Signature	Date			<del></del>
Belshire Capital Fund LLC	3/	13/0	13	
Name of Signer (Print or Type)  Title of Signer (Print or Type)				<del></del>
A. John Murphy  By: Eaton Vance Management, Manager By: A. John Murphy, Vice President				

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# ---- ATTENTION ----

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)